

WASHINGTON METROPOLITAN AREA TRANSIT COMMISSION

WASHINGTON, DC

ORDER NO. 3924

IN THE MATTER OF:

Served April 20, 1992

Joint Application of AIR COURIERS)
INTERNATIONAL GROUND TRANSPORTATION)
SERVICES, INC., Trading as)
PASSENGER EXPRESS, and UNITED)
MANAGEMENT CORPORATION Trading as)
PASSENGER EXPRESS, for Approval of)
Merger)

Case No. AP-92-12

By joint application filed April 10, 1992, Air Couriers International Ground Transportation Services, Inc., trading as Passenger Express (Air Couriers), and United Management Corporation, trading as Passenger Express (UMC) (collectively Applicants), seek Commission approval of their proposed merger, pursuant to the Compact, Title II, Article XII, Section 3, which provides in pertinent part:

(a) A carrier or any person controlling, controlled by, or under common control with a carrier shall obtain Commission approval to --

(i) consolidate or merge any part of the ownership, management, or operation of its property or franchise with a carrier that operates in the Metropolitan District

(b) Application for Commission approval of a transaction under this Section shall be made in the form and with the information that the regulations of the Commission require.

(c) If the Commission finds, after notice and hearing, that the proposed transaction is consistent with the public interest, the Commission shall pass an order authorizing the transaction.

Consideration of consistency with the public interest entails, among other things, an inquiry into the fitness of the surviving corporation and the need for termination of the expiring corporation's certificate of authority.¹

Air Couriers holds Certificate of Authority No. 55. UMC holds Certificate of Authority No. 172. Air Couriers is a wholly-owned subsidiary of UMC.

Air Couriers and UMC have entered into a Plan of Merger in which Air Couriers will be merged into UMC. According to the plan, UMC shall continue its corporate existence as the surviving corporation. The separate existence of Air Couriers shall cease at the effective time of the merger, and all common shares of Air Couriers shall be converted into and exchanged for shares of UMC.

¹See In re Application of ATE Mgmt. & Serv. Co., No. AP-91-37, Order No. 3876 (Jan. 6, 1992).

Title to the property of each shall vest in UMC. The liabilities of each shall become the liabilities of UMC. UMC will continue the operations previously conducted by both.

The application is supported by a copy of the Plan of Merger, a statement of consistency with the public interest, a statement of control relationships, UMC's charter and certificate of good standing, Applicants' balance sheets, UMC's projected operating statement, UMC's proposed post-merger tariff, and a statement of disposition of Air Couriers' contract operations. The application and supporting documentation are available for inspection at the office of the Commission during its regular business hours.

Pursuant to Commission Rule No. 6, this order and fulfillment of its requirements will provide notice of the application.

THEREFORE, IT IS ORDERED:

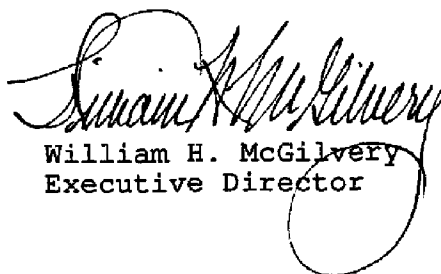
1. That Applicants shall publish once in a newspaper of general circulation in the Metropolitan District notice of this application in the form prescribed by the Staff of the Commission, no later than Tuesday, April 28, 1992.

2. That Applicants shall file with the Commission no later than Tuesday, May 19, 1992, an original and four copies of an affidavit that notice has been published as required in the preceding paragraph.

3. That any person wanting to protest the issuance of approval to Applicants, shall do so in accordance with Commission Rule No. 13 and Regulation No. 54-04(a), and any person wanting to comment on this matter, other than by protest, shall do so in writing, in accordance with Regulation No. 54-04(a), by filing such protest or comment at the office of the Commission, 1828 L Street, N.W., Suite 703, Washington, DC 20036-5104, no later than Tuesday, May 19, 1992, and shall simultaneously serve a copy of such protest or comment on Applicants' representative, John M. Ballenger, Esquire, 124 South Royal Street, Alexandria, VA 22314.

4. That any person seeking a formal oral hearing on this matter shall request one in accordance with Commission Regulation No. 54-04(b) no later than Tuesday, May 19, 1992, and shall simultaneously serve a copy of such request on Applicants' representative, John M. Ballenger, Esquire, 124 South Royal Street, Alexandria, VA 22314.

FOR THE COMMISSION:


William H. McGilvery
Executive Director